

Cookeville-Sparta Combination

Frequency proposes to acquire the licenses of the following eleven radio stations that are licensed to communities located within or near the Cookeville, Tennessee Arbitron Metro Market:

<i>Station</i>	<i>Community</i>	<i>Current Licensee</i>
WGIC(FM)	Cookeville, Tennessee	CC Licenses
WGSQ(FM)	Cookeville, Tennessee	CC Licenses
WKZP(FM)	Spencer, Tennessee	Citicasters
WRKK-FM	Sparta, Tennessee	CC Licenses
WTRZ-FM ¹	McMinnville, Tennessee	Citicasters
WAKI(AM)	McMinnville, Tennessee	Citicasters
WBMC(AM)	McMinnville, Tennessee	Citicasters
WHUB(AM)	Cookeville, Tennessee	CC Licenses
WPTN(AM)	Cookeville, Tennessee	CC Licenses
WSMT(AM)	Sparta, Tennessee	CC Licenses
WTZX(AM)	Sparta, Tennessee	CC Licenses

As described below and in the attached Engineering Statement, the instant application complies with the FCC's current local radio ownership rules utilizing both the Arbitron methodology and the Commission's modified contour overlap methodology.²

Arbitron Markets Methodology

Cookeville, TN: WGIC(FM), WGSQ(FM), WPTN(AM), and WHUB(AM) are listed by Arbitron as "home" to the Cookeville, Tennessee radio market and have their communities of license located within the geographic boundaries of that market.³ No other station in which Frequency holds or proposes to hold an attributable interest is "home" to or located within this market.

¹ The instant application does not propose to assign the license of WTRZ-FM, McMinnville, Tennessee, to Frequency. Frequency, however, will obtain an attributable interest in WTRZ-FM by virtue of its operation of the station pursuant to a Local Marketing Agreement ("LMA") post-closing. A construction permit application is pending proposing to change the community of license of WTRZ-FM to Walden, Tennessee and to relocate the station. Upon grant and implementation of that permit, the LMA between Citicasters and Frequency will terminate.

² See 2002 Biennial Regulatory Review – Review of the Commission's Broadcast Ownership Rules and Other Rules Adopted Pursuant to Section 202 of the Telecommunications Act of 1996, *Report & Order & Notice of Proposed Rulemaking*, 18 FCC Rcd 13,620 (2003) ("Biennial Review").

³ See BIA Financial Network, "Cookeville, TN Market Overview" and "FCC Geographic Market Definition for Cookeville, TN" available at BIA Media Access Pro Database.

The BIA Media Access Pro Database identifies fourteen full-power commercial and non-commercial stations as "home" to or licensed within the Cookeville market. Consequently, Frequency's proposed attributable interest in two FM stations and two AM stations in the Cookeville market complies with the local radio ownership rules under the Arbitron methodology.

Modified Contour Overlap Methodology

As detailed in the attached Engineering Statement, the principal community contours of a number of the stations listed above overlap each other, creating five separate radio markets in which Frequency proposes to hold an attributable interest.

Market 1. Overlap of the principal community contours of WTZX(AM), WSMT(AM), WPTN(AM), WHUB(AM), WGSQ(FM), and WGIC(FM) creates one radio market for application of the Commission's modified contour overlap methodology. This market includes at least nineteen additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of twenty-five full-power radio stations. Consequently, Frequency's proposed ownership of two FM stations and four AM stations in this market complies with the Commission's local radio ownership rules.

Market 2. Overlap of the principal community contours of WTZX(AM), WSMT(AM), WPTN(AM), WGSQ(FM), WRKK-FM (licensed) and WGIC(FM) creates a second radio market for application of the Commission's modified contour overlap methodology. This market includes at least nineteen additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of twenty-five full-power radio stations. Consequently, Frequency's proposed ownership of three FM stations and three AM station in this market complies with the Commission's local radio ownership rules.

Market 3. Overlap of the principal community contours of WTZX(AM), WSMT(AM), WGSQ(FM), WRKK-FM (license), WGIC(FM) and WKZP(FM) creates a third radio market for application of the Commission's modified contour overlap methodology. This market includes at least nineteen additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of twenty-five full-power radio stations. Consequently, Frequency's proposed ownership of four FM stations and two AM station in this market complies with the Commission's local radio ownership rules.

Market 4. Overlap of the principal community contours of WBMC(AM), WAKI(AM), WGSQ(FM), WKZP(FM), and WTRZ-FM (license) creates a fourth radio market for application of the Commission's modified contour overlap methodology. This market includes at least twenty-five additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of thirty full-power radio stations. Consequently, Frequency's proposed ownership of three FM stations and

two AM stations in this market complies with the Commission's local radio ownership rules.

Market 5. Overlap of the principal community contours of WBMC(AM), WAKI(AM), WRKK-FM (application), and WTRZ-FM (license) creates a fifth radio market for application of the Commission's modified contour overlap methodology. This market includes at least four additional full-power stations in which Frequency does not propose to hold an attributable interest, for a total market of eight full-power radio stations. Consequently, Frequency's proposed ownership of two FM stations and two AM stations in this market complies with the Commission's local radio ownership rules.

ATTACHMENT 1

Cookeville-Sparta Combination

Engineering Exhibit of duTreil, Lundin & Rackley, Inc.

ENGINEERING STATEMENT
RADIO MULTIPLE OWNERSHIP ANALYSIS
COOKSVILLE/SPARTA, TENNESSEE

This radio multiple ownership analysis was prepared to consider common ownership of the stations tabulated below under the FCC “Interim” contour analysis method. * GoodRadio.TV License, LLC. is acquiring several radio stations in the Cookeville, Sparta Tennessee area. Below is a tabulation of facilities for each station.

Call Sign / Facility ID	Location	Facilities
WGIC(FM)/72329	Cookeville, TN	CH 253C2 50 kW 150 M
WGSQ(FM)/13819	Cookeville, TN	CH 234C 100 kW 402 M
WKZP(FM)/17759	Spencer, TN	CH 297A 2 kW 155 M
WRKK-FM (License)/3337	Sparta, TN	CH 288A 1.05 KW 162 M
WRKK-FM (CP)/3337	Morrison, TN	CH 287A 4.5 kW 84 M
WTRZ-FM/14735	McMinnville, TN	CH 280A 5.3 kW 34 M
WAKI(AM)/17758	McMinnville, TN	1230 kHz 0.62 kW-D 1 kW-N ND
WBMC(AM)/14734	McMinnville, TN	960 kHz 0.5 kW-D ND
WHUB(AM)/70514	Cookeville, TN	1400 kHz 1 kW-U ND
WPTN(AM)/13820	Cookeville, TN	780 kHz 1 kW-D ND
WSMT(AM)/3336	Sparta, TN	1050 kHz 1 kW-D ND
WTZX(AM)/3341	Sparta, TN	860 kHz 1 kW-D ND

The principal community contours of these stations are depicted on a map included herein as Figure 1. Since the principal community contours (5 mV/m for AM stations, 3.16 mV/m for FM stations) of some of the stations are involved in mutual overlap, an

* See Report and Order and Notice of Proposed Rulemaking, MB Docket 02-277, FCC 03-127, Released July 2, 2003.

ownership study was prepared in accordance with the Federal Communications Commission multiple ownership rules as outlined in Section 73.3555.

Radio Markets

The “radio markets” applicable to common ownership of the subject stations are defined as the areas encompassed by the mutually overlapping principal community contours of the stations proposed to be commonly owned. The table below lists the defined markets:

Defined Radio Market	Stations that Define Radio Market	
	AM Stations	FM Stations
Market 1	WTZX/WSMT/WPTN/WHUB	WGSQ/WGIC
Market 2	WTZX/WSMT/WPTN	WGSQ/WRKK (License)/WGIC
Market 3	WTZX/WSMT	WGSQ/WRKK (License)/WGIC/WKZP
Market 4	WBMC/WAKI	WGSQ/WKZP/WTRZ (License)
Market 5	WBMC/WAKI	WRKK (CP)/WTRZ (License)

Count of Stations in the Defined Market

The number of radio stations in a “radio market” is determined by counting the operating stations having principal community contours which overlap or intersect the principal community contours which define the radio market. Only those stations located within 92 km of the perimeter of the mutual overlap area of the defined market area were employed in the count of stations. Commonly owned stations were not considered in the count of stations in the defined markets. The results of the analysis are tabulated below:

Defined Radio Markets	Minimum Number of Other Stations in the Radio Market
Market 1	6 AM, 13 FM; 19 Total
Market 2	6 AM, 13 FM; 19 Total
Market 3	6 AM, 13 FM; 19 Total
Market 4	5 AM, 20 FM; 25 Total

Market 5	2 AM, 2 FM; 4 Total
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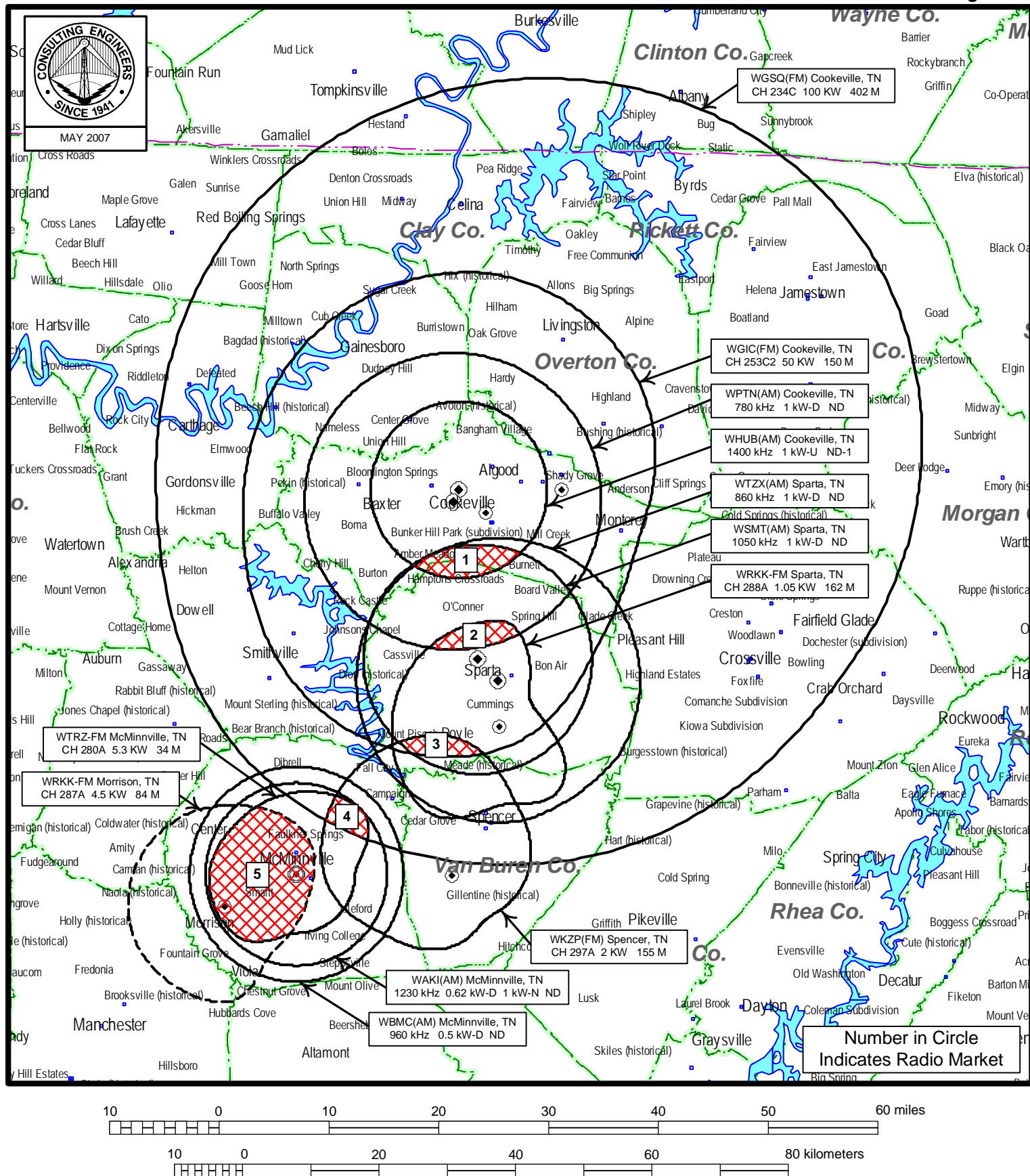
Figure 2 are tabulations of the radio stations identified in the defined radio market. Only known licensed, operating stations were employed for the study. Distances to the AM coverage contours were predicted using the antenna patterns as identified in the Commission's AM database and the appropriate Ground Wave Field Strength versus Distance Graph of 47 CFR 73.184. Ground conductivity data were obtained from FCC Figure M3. Distances to the FM contours were determined based on the method of 47 CFR 73.313. Terrain data was derived from the N.G.D.C. 30 second computer database for each of the FM stations using radials evenly-spaced every 45 degrees of azimuth.

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Figure 1



PRINCIPAL COMMUNITY CONTOURS OF SUBJECT STATIONS COOKEVILLE/SPARTA, TENNESSEE

GOODRADIO.TV LICENSE, LLC.

du Treil, Lundin & Rackley, Inc., Sarasota, Florida

TECHNICAL STATEMENT
 RADIO MULTIPLE OWNERSHIP ANALYSIS
 GOODRADIO.TV LICENSE, LLC.

Tabulation of Other Stations Defined in the Radio Markets #1, #2 & #3

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
WTTU	Cookeville	TN	203
WZYZ	Spencer	TN	211
WVOG	Cookeville	TN	215
WHRS	Cookeville	TN	219
WBXE	Baxter	TN	229
WLQK	Livingston	TN	240
WPBX	Crossville	TN	257
WVFB	Celina	TN	268
WJLE-FM	Smithville	TN	269
WOW-FM	Crossville	TN	273
WUCZ	Carthage	TN	281
WLIV-F	Monterey	TN	284
WKXD-FM	Monterey	TN	295
WLIV	Livingston	TN	920
WAEW	Crossville	TN	1330
WRKM	Carthage	TN	1350
WJLE	Smithville	TN	1480
WCSV	Crossville	TN	1490
WATX	Algood	TN	1590

Tabulation of Other Stations Defined in the Radio Market #4

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
WTTU	Cookeville	TN	203
WMKW	Crossville	TN	207
WMOT	Murfreesboro	TN	208
WZYZ	Spencer	TN	211
WVOG	Cookeville	TN	215
WCPI	Mcminnville	TN	217
WHRS	Cookeville	TN	219
WBZH	Harriman	TN	224
WBXE	Baxter	TN	229
WLQK	Livingston	TN	240
WPBX	Crossville	TN	257
WWTN	Manchester	TN	259
WVFB	Celina	TN	268
WJLE-FM	Smithville	TN	269
WOWF	Crossville	TN	273
WUCZ	Carthage	TN	281
WLIV-FM	Monterey	TN	284
WCLC-FM	Jamestown	TN	286
WLSQ	Rockwood	TN	289
WKXD-FM	Monterey	TN	295
WLIV	Livingston	TN	920
WAEW	Crossville	TN	1330
WJLE	Smithville	TN	1480

Figure 2

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
WCSV	Crossville	TN	1490
WATX	Algood	TN	1590

Tabulation of Other Stations Defined in the Radio Market #5

<u>Call Sign</u>	<u>Community of License</u>	<u>State</u>	<u>Channel</u>
WCPI	Mcminnville	TN	217
WWTN	Manchester	TN	259
WSM	Nashville	TN	650
WMSR	Manchester	TN	1320

ATTACHMENT 2

Cookeville-Sparta Combination

Printouts from BIA Media Access Pro Database



FCC Geographic Market Definition for Cookeville, TN

Call Letters	AM/FM	Freq	Type Station	Format	Home Market	Market Designtn Date	Home Mkt Rank	Owner	City & State of License	County of License
WGSQ	FM	94.7	C	Country	Cookeville, TN	07/02/2003	286	p Clear Channel	Cookeville, TN	Putnam
WLIV	AM	920	C	Country	Cookeville, TN	07/02/2003	286	Sunny Broadcasting GP	Livingston, TN	Overton
WPTN	AM	780	C	Talk/Sprts	Cookeville, TN	07/02/2003	286	p Clear Channel	Cookeville, TN	Putnam
WATX	AM	1590	C	Christian	Cookeville, TN	07/02/2003	286	JWC Broadcasting GP	Algood, TN	Putnam
WLQK	FM	95.9	C	Lite Rock	Cookeville, TN	07/02/2003	286	JWC Broadcasting GP	Livingston, TN	Overton
WKXD	FM	106.9	C	Hot AC	Cookeville, TN	07/02/2003	286	JWC Broadcasting GP	Monterey, TN	Putnam
WGIC	FM	98.5	C	CHR	Cookeville, TN	07/02/2003	286	p Clear Channel	Cookeville, TN	Putnam
WHUB	AM	1400	C	Country	Cookeville, TN	07/02/2003	286	p Clear Channel	Cookeville, TN	Putnam
WBXE	FM	93.7	C	Clsc Rock	Cookeville, TN	07/02/2003	286	JWC Broadcasting GP	Baxter, TN	Putnam
WLIV	FM	104.7	C	Country	Cookeville, TN	07/02/2003	286	WKXN Inc	Monterey, TN	Putnam
WHRS	FM	91.7	NC	Classical	Cookeville, TN	07/02/2003	286	Nashville Public Radio	Cookeville, TN	Putnam
WTTU	FM	88.5	NC	Alternative	Cookeville, TN	07/02/2003	286	Tennessee Technological University	Cookeville, TN	Putnam
WWOG	FM	90.9	NC	Relgn/Educa	Cookeville, TN	07/02/2003	286	Somerset Educational Broadcasting Foundation	Cookeville, TN	Putnam
WJNU	FM	96.9	NC	CP - NOA	Cookeville, TN		286	Cookeville Christian Broadcasting	Cookeville, TN	Putnam
WENV	FM	97.3	NC	CP - NOA	Cookeville, TN		286	Save The Cumberland, Inc.	Gainesboro, TN	Jackson
WLCD	FM	98.7	NC	Jazz	Cookeville, TN		286		Jackson, TN	Jackson

Number of Stations in Geographic Market 16

Previous Stations in Geographic Market

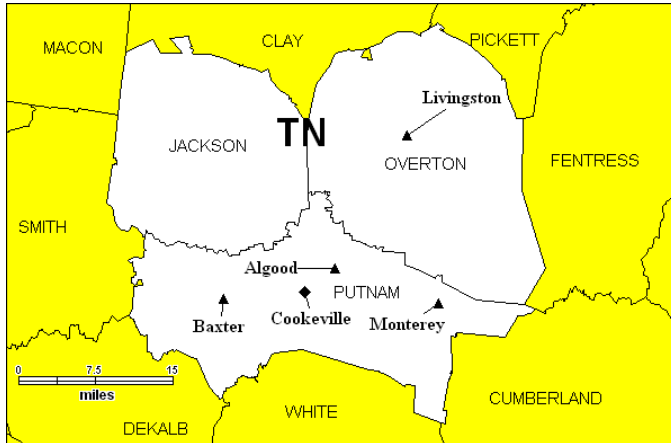
"C" - Commercial Station; "NC" - Non Commercial Station

"p" indicates pending sale to owner listed

Metro Rank: 286

Revenue Rank: 261

Cookeville, TN Market Overview



Metro Counties / Population (000)

Jackson, TN	11.1
Overton, TN	20.6
Putnam, TN	67.4
	99.1

Market Radio Financials

(all figures in 000's, except percentages and ratios)

ESTIMATED GROSS REVENUES ★★	2001	2002	2003	2004	2005	2006	Δ 01 - 06
	\$5,000	\$5,300	\$5,500	\$5,600	\$5,600	\$5,500	1.9%
	Δ 05 - 06	2007	2008	2009	2010	2011	Δ 06 - 11
	-1.8%	\$5,600	\$5,800	\$5,900	\$6,000	\$6,100	2.2%
	2001	2006	2011	Est. Breakout			
Revenue/Retail Sales	\$4.06/1,000	\$3.42/1,000	\$3.07/1,000	Local 90%			
Revenue/Capita	\$52.91	\$55.50	\$58.60	National 10%			

Demographic and Economic Overview

(000's, except Retail Sales and EBI in 000,000's)

	2001	2006	Growth Rate	2006	2011	Growth Rate
MSA Population	94.5	99.1	1.0%	99.1	104.1	1.0%
Households	38.0	40.1	1.1%	40.1	42.3	1.1%
Retail Sales	1,231.4	1,609.3	5.5%	1,609.3	1,984.0	4.3%
EBI	1,380.7	1,551.3	2.4%	1,551.3	1,801.3	3.0%

Demographic Breakdown

	Total	Under 12	12 - 17	18 - 24	25 - 34	35 - 44	45 - 54	Over 55	
Men (000)	49.1	7.1	3.7	6.4	7.1	6.7	6.5	11.6	
Women (000)	50.0	6.7	3.5	5.2	6.6	6.7	6.8	14.5	
Total	99.1	13.8	7.2	11.6	13.7	13.4	13.3	26.1	
Percentage	100.0%	13.9%	7.3%	11.7%	13.8%	13.6%	13.4%	26.3%	
Per Capita	\$ 15,655		Median Household		\$ 28,557		Avg Household		\$ 38,684
Ethnic Population:	White	94.8%	Black	1.5%	Asian	0.8%	Hispanic	3.4%	

Market Summary

FM Classes	Class A	Class B	Class C	Viable Stations	All FMs	All AMs	Total
# Stations	1		5	5	6	4	10
Tot 12+	1.9		56.0	56.0	57.9	9.3	67.2
Avg 12+	1.9		11.2	11.2	9.7	2.3	6.7
Tot LCS	2.8		83.3	83.3	86.2	13.8	100.0
Avg LCS	2.8		16.7	16.7	14.4	3.5	10.0